

PEARSON PLC
Form 6-K
March 10, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934

For the month of March 2017

PEARSON plc
(Exact name of registrant as specified in its charter)

N/A

(Translation of registrant's name into English)

80 Strand
London, England WC2R 0RL
44-20-7010-2000
(Address of principal executive office)

Indicate by check mark whether the Registrant files or will file annual reports
under cover of Form 20-F or Form 40-F:

Form 20-F X

Form 40-F

Indicate by check mark whether the Registrant by furnishing the information
contained in this Form is also thereby furnishing the information to the
Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934

Yes

No X

TR-1: NOTIFICATION OF MAJOR INTEREST IN SHARES:

1. Identity of the issuer
or the underlying

issuer of existing shares Pearson
to which voting rights PLC
are attached:

ii

2 Reason for the notification
(please tick the appropriate box or
boxes):

An acquisition or disposal
of voting rights

An acquisition or disposal
of qualifying financial
instruments which may
result in the acquisition of
shares already issued to
which voting rights are
attached

An acquisition or disposal
of instruments with
similar economic effect to
qualifying financial
instruments

An event changing the
breakdown of voting
rights

Other (please specify):

3. Full name of
person(s) subject to
the notification BlackRock,
obligation: Inc.

iii

4. Full name of
shareholder(s)

(if different from 3.):iv

5. Date of the
transaction and date
on which the threshold is 8 March,
crossed or reached: 2017

v

6. Date on which issuer 9 March,
notified: 2017

7. Threshold(s) that Voting
is/are crossed rights
or reached: attached to

vi, vii shares holding for BlackRock, Inc. has gone below 5%

8. Notified details:

A: Voting rights attached to shares

viii, ix

Class/type of shares if possible using the ISIN CODE	Situation previous to the triggering transaction		Resulting situation after the triggering transaction		
	Number of Shares	Number of Voting Rights	Number of voting rights	Direct	Indirect
GB0006776081	41,834,699	41,834,699	N/A	37,288,255	4.53%

B: Qualifying Financial Instruments

Resulting situation after the triggering transaction

Type of financial instrument	Expiration date xiii	Exercise/Conversion Period xiv	Number of voting rights that may be acquired if the instrument is exercised/converted.	% of voting rights
Securities Lending	N/A	N/A	19,477,190	2.36%

C: Financial Instruments with similar economic effect to Qualifying Financial Instruments

xv, xvi

Resulting situation after the triggering transaction

Type of financial instrument	Exercise price	Expiration date xvii	Exercise/Conversion period xviii	Number of voting rights instrument refers to	% of voting rights xix, xx
CFD	N/A	N/A	N/A	1,081,200	0.13%

Total (A+B+C)

Number of voting rights
57,846,645

Percentage of voting rights
7.03%

9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable:

xxi

See Annex 1

Proxy Voting:

- 10. Name of the proxy holder:
- 11. Number of voting rights proxy holder will cease to hold:
- 12. Date on which proxy holder will cease to hold voting rights:

- 13. Additional information: BlackRock
Regulatory
Threshold
Reporting
Team
- 14. Contact name: Marc-Oliver
Lesch
- 15. Contact telephone number: 020 7743
3650

Natalie Dale
Deputy Company Secretary
Pearson plc

10 March 2017

Annex 1

Name	% of voting rights if it equals or is higher than the notifiable threshold	% of voting rights through financial instruments if it equals or is higher than the notifiable threshold	Total of both if it equals or is higher than the notifiable threshold
BlackRock, Inc. Trident Merger, LLC BlackRock Investment Management, LLC			
BlackRock, Inc. BlackRock Holdco 2, Inc. BlackRock Financial Management, Inc. BlackRock Holdco 4, LLC BlackRock Holdco 6, LLC BlackRock Delaware Holdings Inc. BlackRock Fund Advisors BlackRock Institutional Trust Company, National Association			
BlackRock, Inc. BlackRock Holdco 2, Inc.			

BlackRock Financial
Management, Inc.
BlackRock Holdco 4, LLC
BlackRock Holdco 6, LLC
BlackRock Delaware
Holdings Inc.
BlackRock Fund Advisors

BlackRock, Inc.
BlackRock Holdco 2, Inc.
BlackRock Financial
Management, Inc.
BlackRock International
Holdings, Inc.
BR Jersey International
Holdings L.P.
BlackRock (Singapore)
Holdco Pte. Ltd.
BlackRock Asia-Pac
Holdco, LLC
BlackRock HK Holdco
Limited
BlackRock Cayco Limited
BlackRock Trident
Holding Company Limited
BlackRock Japan Holdings
GK
BlackRock Japan Co., Ltd.

BlackRock, Inc.
BlackRock Holdco 2, Inc.
BlackRock Financial
Management, Inc.
BlackRock International
Holdings, Inc.
BR Jersey International
Holdings L.P.
BlackRock Group Limited
BlackRock Advisors (UK)
Limited

BlackRock, Inc.
BlackRock Holdco 2, Inc.
BlackRock Financial
Management, Inc.

BlackRock, Inc.
BlackRock Holdco 2, Inc.
BlackRock Financial
Management, Inc.

BlackRock International
Holdings, Inc.
BR Jersey International
Holdings L.P.
BlackRock (Singapore)
Holdco Pte. Ltd.
BlackRock (Singapore)
Limited

BlackRock, Inc.
BlackRock Holdco 2, Inc.
BlackRock Financial
Management, Inc.
BlackRock International
Holdings, Inc.
BR Jersey International
Holdings L.P.
BlackRock Group Limited
BlackRock Investment
Management (UK) Limited

BlackRock, Inc.
BlackRock Holdco 2, Inc.
BlackRock Financial
Management, Inc.
BlackRock Capital
Holdings, Inc.
BlackRock Advisors, LLC

BlackRock, Inc.
BlackRock Holdco 2, Inc.
BlackRock Financial
Management, Inc.
BlackRock International
Holdings, Inc.
BR Jersey International
Holdings L.P.
BlackRock Australia
Holdco Pty. Ltd.
BlackRock Investment
Management (Australia)
Limited

BlackRock, Inc.
BlackRock Holdco 2, Inc.